

P 96000070134

MEP CONSULTING, INC.
6015 S.W. 24th Street
Miami, Florida 33155

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

19 August 96

RE: MEP Consulting, Inc.

Dear Sirs:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named company. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	<u>\$35.00</u>
TOTAL	\$122.50

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Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Your prompt attention to this matter will be appreciated.

Sincerely,

Magin E. Perez

AL AUG 22 1996

**Articles of Incorporation
for
MEP Consulting, Inc.**

FILED
96 AUG 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, as Incorporator for the purpose of forming a Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**Article I
Name of Corporation**

The name of this corporation shall be MEP Consulting, Inc.

**Article II
Purposes**

The general nature of the business to be transacted by this corporation is every aspect and phase of the business of providing Management Consulting Services or business permitted under the laws of the United States and Florida.

**Article III
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at \$1.00 per share par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase share (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights.

Article IV Duration

This corporation shall have perpetual existence.

Article V Board of Directors

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the Initial Directors of this corporation are:

Magin E. Perez
6015 S.W. 24th Street
Miami, Florida 33155

Article VI Informal Shareholder Action

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

Article VII Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article VIII Indemnification

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

**Article IX
Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a Corporation.

**Article X
Registered Agent**

The address of this corporation's initial registered office and the designated initial registered agent at said address is as follows:

Magin E. Perez
6015 S.W. 24th Street
Miami, Florida 33155

**Article XI
Incorporator**

The name and address of the Incorporator is as follows:

Magin E. Perez
6015 S.W. 24th Street
Miami, Florida 33155

**Article XII
Corporate Address**

The mailing address of the Corporation is as follows:

MEP Consulting, Inc.
6015 S.W. 24th Street
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on 19 AUGUST 1996.


Magin E. Perez, Incorporator

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.

MEP Consulting, Inc.

By:

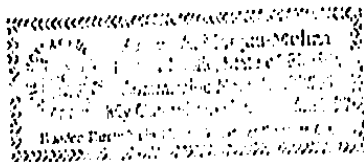
Authorized Signatory

FILED
95 AUG 20 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The preceding or attached instrument was acknowledged before me on 19 AUGUST 1996
by MAGIN E. FEREZ
of MEP CONSULTING, INC.
a FLORIDA corporation, on behalf of the corporation.
He/She is personally known to me or has produced _____

_____ as identification and did not take an oath.



NOTARY SEAL & EXPIRATION STAMP

Arleen A Morgan

SIGNATURE OF NOTARY PUBLIC

Arleen A Morgan

PRINT OR TYPE NAME OF NOTARY PUBLIC